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Enviro Energy International Holdings Limited

環能國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1102)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF POTENTIAL ACQUISITION

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

THE MOU

The Board is pleased to announce that on 17 December 2018 (after trading hour of the Stock Exchange), the Purchaser, an indirect wholly owned subsidiary of the Company, entered into a non-legally binding MOU with the Vendor in relation to the Potential Acquisition.

The MOU is a non legally binding (save for those terms in relation to due diligence, exclusivity, confidentiality and termination) and is subject to, among others, the execution of the formal agreement. The terms of the formal agreement for the Potential Acquisition have yet to be determined.

The Potential Acquisition, if materialize, may constitute notifiable transaction for the Company under Chapter 14 of the Listing Rules and further announcement will be made by the Company in regard when appropriate in accordance with the Listing Rules. No binding agreement (save for those provisions in MOU in relation to due diligence, exclusivity, confidentiality and termination) in relation to the Potential Acquisition has been entered into as at the date of this announcement. As the Potential Acquisition may or may not materialize, Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

THE MOU

Date: 17 December 2018

Parties:

Vendor: China Meng Group Holdings Limited# (中國孟集團股份有限公司)

Purchaser: Huan Neng Industrial (Yingkou) Company Limited# (環能實業(營口)有限公司)

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Vendor is an Independent Third Party.

Assets to be acquired

Pursuant to the MOU, the Purchaser intends to acquire and the Vendor intends to sell the 100% equity interest of the Target Company.

Due diligence

Upon signing of the MOU, the Purchaser shall have the right to commence a due diligence review and investigation of the assets, liabilities, financial condition, contracts, commitments and business of the Target Company.

GENERAL

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TERMS USED IN THIS ANNOUNCEMENT

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meanings given to them as below:

“Company” Enviro Energy International Holdings Limited (Stock Code: 1102), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange

“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	the independent third party who is, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, independent of and not connected with the Company and the connected person(s) (as defined in the Listing Rules) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 17 December 2018 entered into between the Purchaser and the Vendor
“Potential Acquisition”	the potential acquisition in relation to the 100% equity interest of the Target Company pursuant to the MOU
“PRC”	the People’s Republic of China
“Purchaser”	Huan Neng Industrial (Yingkou) Company Limited# (環能實業(營口)有限公司), an indirect wholly owned subsidiary of the Company.
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholders”	the holders of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	恒利豐商城(大連)有限公司, a limited liability company established in the PRC wholly owned by China Meng Group Holdings Limited# (中國孟集團股份有限公司)
“Vendor”	China Meng Group Holdings Limited# (中國孟集團股份有限公司)

“%” per cent.

The English translation in this announcement is for reference only. The official names are in Chinese.

By Order of the Board
Enviro Energy International Holdings Limited
Li Sen
Chairman and Executive Director

Hong Kong, 17 December 2018

As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Li Sen (Chairman), Mr. Zhou Xuesheng (Chief Executive Officer) and Mr. Wei Junqing and three Independent Non-executive Directors, namely Mr. Wen Guangwei, Dr. Hou Chaohui and Mr. Jiang Maolin.